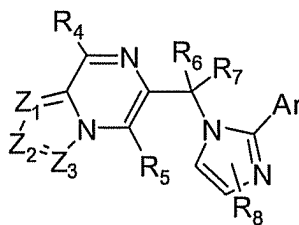


CLAIMS

1. (Currently Amended) A compound of the Formula:



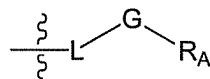
or a pharmaceutically acceptable form thereof, wherein:

Z_1 is nitrogen or CR_1 ; Z_2 is nitrogen or CR_2 ; Z_3 is nitrogen or CR_3 ; wherein Z_1 and Z_2 are N and Z_3 is CR_3 , or Z_1 and Z_3 are N and Z_2 is CR_2 —and at least one, but no more than two of Z_1 , Z_2 and Z_3 are nitrogen;

Ar represents 2-pyridyl phenyl, naphthyl or 5- to 10-membered heteroaryl, each of which is substituted with from 0 to 4 substituents independently chosen from halogen, hydroxy, nitro, cyano, amino, C_1 - C_8 alkyl, C_1 - C_8 alkenyl, C_1 - C_8 alkynyl, C_1 - C_8 alkoxy, C_3 - C_7 cycloalkyl, $(C_3$ - C_7 cycloalkyl) C_0 - C_4 alkyl, $(C_3$ - C_7 cycloalkyl) C_1 - C_4 alkoxy, C_1 - C_8 alkyl ether, C_1 - C_8 alkanone, C_1 - C_8 alkanoyl, 3- to 7-membered heterocycloalkyl, C_1 - C_8 haloalkyl, C_1 - C_8 haloalkoxy, oxo, C_1 - C_8 hydroxyalkyl, C_1 - C_8 aminoalkyl and mono- and di- $(C_1$ - C_8 alkyl)amino(C_0 - C_8 alkyl);

R_1 , R_2 , R_3 , and R_4 are each independently selected from:

- (a) hydrogen, halogen, nitro and cyano; and
- (b) groups of the formula:



wherein:

L is a single covalent bond or C_1 - C_8 alkyl;

G is a single covalent bond, $-N(R_B)-$, $-O-$, $-C(=O)-$, $-C(=O)O-$, $-C(=O)N(R_B)-$, $-N(R_B)C(=O)-$, $-S(O)_m-$, $-CH_2C(=O)-$, $-S(O)_mN(R_B)-$ or $-N(R_B)S(O)_m-$; wherein m is 0, 1 or 2; and

R_A and each R_B are independently selected from:

- (i) hydrogen; and
- (ii) C_1 - C_8 alkyl, C_2 - C_8 alkenyl, C_2 - C_8 alkynyl, $(C_3$ - C_8 cycloalkyl) C_0 - C_4 alkyl, (3- to 6-membered heterocycloalkyl) C_0 - C_4 alkyl, (aryl) C_0 - C_2 alkyl or (heteroaryl) C_0 - C_2 alkyl, each of which is substituted with from 0 to 4 substituents independently selected from halogen, hydroxy, nitro, cyano, amino, C_1 - C_4 alkyl, C_1 - C_4 alkoxy, C_1 - C_4 alkanoyl, mono- and di- $(C_1$ - C_4 alkyl)amino, C_1 - C_4 haloalkyl and C_1 - C_4 haloalkoxy;

~~R₅ is C₁-C₆alkyl, C₂-C₆alkenyl, C₁-C₄alkoxy, or mono- or di-(C₁-C₄alkyl)amino, each of which is substituted with from 0 to 5 substituents independently chosen from halogen, hydroxy, nitro, cyano, amino, C₁-C₄alkoxy, C₁-C₂haloalkyl, C₁-C₂haloalkoxy, mono- and di-C₁-C₄alkylamino, C₃-C₈cycloalkyl, phenylC₀-C₄alkyl and phenylC₁-C₄alkoxy;~~

R₆ and R₇ are independently hydrogen, halogen, methyl or ethyl; and

R₈ represents 0, 1 or 2 substituents independently chosen from halogen, hydroxy, nitro, cyano, amino, C₁-C₄alkyl, C₁-C₄alkoxy, mono- and di-(C₁-C₄alkyl)amino, C₃-C₇cycloalkyl, C₁-C₂haloalkyl and C₁-C₂haloalkoxy.

2. (Original) A compound or pharmaceutically acceptable form thereof according to claim 1, wherein R₈ represents 0 or 1 substituent selected from halogen, C₁-C₂alkyl and C₁-C₂alkoxy.

3 -4. (Canceled)

5. (Currently Amended) A compound or pharmaceutically acceptable form thereof according to claim 1, wherein Ar represents ~~phenyl, 2-pyridyl, thiazolyl, thienyl, triazolopyridyl, or pyridizinyl,~~ each of which is substituted with from 0 to 3 substituents independently selected from chloro, fluoro, hydroxy, cyano, amino, C₁-C₄alkyl, C₁-C₄alkoxy, C₁-C₂alkylamino, C₁-C₂haloalkyl and C₁-C₂haloalkoxy.

6. (Currently Amended) A compound or pharmaceutically acceptable form thereof according to claim 5, wherein Ar represents ~~phenyl, 2-pyridyl, 1,3-thiazol-2-yl, 2-thienyl, [1,2,4]triazolo[4,3-a]pyridin-5-yl or 3-pyridizinyl,~~ each of which is substituted with from 0 to 3 substituents independently selected from fluoro, chloro, hydroxy, C₁-C₂alkyl, cyano, and C₁-C₂alkoxy.

7 - 8. (Canceled)

9. (Currently Amended) A compound or pharmaceutically acceptable form thereof according to claim 1 wherein ~~R₁, R₂, R₃, and R₄~~ are independently selected from hydrogen, hydroxy, halogen, cyano, C₁-C₆alkyl, C₁-C₆alkoxy, C₃-C₇cycloalkyl, C₁-C₂alkoxyC₁-C₄alkyl, C₁-C₄hydroxyalkyl, C₁-C₂haloalkyl, C₁-C₂haloalkoxy, C₁-C₄carboxylate, mono- and di-(C₁-C₄alkyl)amino, phenylC₀-C₁alkyl, pyridylC₀-C₁alkyl and (4- to 7-membered heterocycloalkyl)C₀-C₁alkyl.

10. (Currently Amended) A compound or pharmaceutically acceptable form thereof according to Claim 9, wherein ~~R₁ and R₄ are~~ is independently chosen from hydrogen, methyl and ethyl.

11-14. (Canceled)

15. (Original) A compound or pharmaceutically acceptable form thereof according to claim 9, wherein Z_1 and Z_2 are nitrogen and Z_3 is CR_3 .

16. (Original) A compound or pharmaceutically acceptable form thereof according to claim 15, wherein R_3 and R_4 are independently chosen from hydrogen, halogen, C_1 - C_4 alkyl and C_1 - C_4 alkoxy, C_3 - C_7 cycloalkyl, C_1 - C_2 alkoxy C_1 - C_2 alkyl, C_1 - C_2 hydroxyalkyl, fluoromethyl, difluoromethyl, trifluoromethyl, phenyl C_0 - C_1 alkyl, pyridyl C_0 - C_1 alkyl and (4- to 7-membered heterocycloalkyl) C_0 - C_1 alkyl.

17. (Original) A compound or pharmaceutically acceptable form thereof according to claim 9, wherein Z_1 and Z_3 are nitrogen and Z_2 is CR_2 .

18. (Original) A compound or pharmaceutically acceptable form thereof according to claim 17, wherein R_2 and R_4 are independently chosen from hydrogen, halogen, C_1 - C_4 alkyl and C_1 - C_4 alkoxy, C_3 - C_7 cycloalkyl, C_1 - C_2 alkoxy C_1 - C_2 alkyl, C_1 - C_2 hydroxyalkyl, fluoromethyl, difluoromethyl, trifluoromethyl, phenyl C_0 - C_1 alkyl, pyridyl C_0 - C_1 alkyl and (4- to 7-membered heterocycloalkyl) C_0 - C_1 alkyl.

19. (Previously Presented) A compound or pharmaceutically acceptable form thereof according to claim 1 wherein R_6 and R_7 are both hydrogen.

20. (Canceled)

21. (Currently Amended) A compound or pharmaceutically acceptable form thereof according to claim 1 wherein R_5 is ethyl, propyl, or butyl, ~~ethoxy or methoxymethyl~~.

22. (Currently Amended) A compound or pharmaceutically acceptable form thereof according to claim 1, wherein the compound is chosen from:

~~6-[2-(6-fluoro-pyridin-2-yl)-imidazol-1-ylmethyl]-5-propyl-imidazo[1,2-a]pyrazine;~~

~~5-propyl-6-(2-pyridin-2-yl-imidazol-1-ylmethyl)-imidazo[1,2-a]pyrazine;~~

~~6-[2-(3-fluoro-pyridin-2-yl)-imidazol-2-ylmethyl]-5-propyl-imidazo[1,2-a]pyrazine;~~

~~6-[2-(6-fluoro-pyridin-2-ylmethyl)-1-methyl-5-propyl-imidazo[1,5-a]pyrazine;~~

~~6-[2-(3-fluoro-pyridin-2-yl)-imidazol-1-ylmethyl]-1-methyl-5-propyl-imidazo[1,5-a]pyrazine;~~

5-propyl-6-(2-pyridin-2-yl-imidazol-1-ylmethyl)-[1,2,4]triazolo[4,3-a]pyrazine;

3-methyl-5-propyl-6-(2-pyridin-2-yl-imidazol-1-ylmethyl)-[1,2,4]triazolo[4,3-a]pyrazine;

3-methyl-6-[2-(3-methyl-[1,2,4]triazolo[4,3-a]pyridin-5-yl)-imidazol-1-ylmethyl]-5-propyl-[1,2,4]triazolo[4,3-a]pyrazine;

6-{{2-(3-fluoropyridin-2-yl)-1H-imidazol-1-yl}methyl}-5-propyl[1,2,4]triazolo[1,5-a]pyrazine; and

6-{{2-(3-fluoropyridin-2-yl)-1H-imidazol-1-yl}methyl}-2-methyl-5-propyl[1,2,4]triazolo[1,5-a]pyrazine.

23 - 25. (Canceled)

26. (Original) A pharmaceutical composition comprising a compound or pharmaceutically acceptable form thereof according to claim 1 in combination with a pharmaceutically acceptable carrier or excipient.

27. (Original) A pharmaceutical composition according to claim 26, wherein the pharmaceutical composition is formulated as an injectible fluid, an aerosol, a cream, a gel, a pill, a capsule, a syrup, or a transdermal patch.

28. (Withdrawn) A method for the treatment of anxiety, depression, or a sleep disorder, comprising administering to a patient in need of such treatment a GABA_A receptor modulatory amount of a compound or pharmaceutically acceptable form thereof according to claim 1.

29-38. (Canceled)